

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **HESTER BIOSCINCES LIMITED**
2. Quarter ending on: **31 DECEMBER 2019**

I. Composition of Board of Directors															
Title (Mr./ Ms./ Mrs.)	Name of the Director	PAN	DIN	Category (Chairperson /Executive / Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	No. of directorship in listed entities including this listed entity (in reference to Regulation 17A(1))	Whether Special Resolution Passed? (in reference to Regulation 17A(1))	Date of Passing Special Resolution	No of Independent Directorship in listed entities including this listed entity (in reference to proviso to regulation 17A(1))	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Dr.	Bhupendra Gandhi		00437907	Chairman/ Non-Executive	21/04/2005	-	-	-	16/10/1942	1	Yes	31/07/2019	-	-	-
Mr.	Rajiv Gandhi		00438037	Executive/ CEO & Managing Director	29/04/1987	01/04/2017	-	-	11/07/1962	1	NA	-	-	-	-
Mr.	Sanjiv Gandhi		00024548	Non-Executive Director	29/04/1987	-	-	-	15/03/1965	1	NA	-	-	-	-
Mr.	Ravin Gandhi		00438361	Non-Executive Director	22/04/1999	-	-	-	06/07/1973	1	NA	-	-	-	-
Mr.	Vishwesh Patel		00503666	Non-Executive/ Independent Director	23/05/2010	01/04/2015	-	115 Months	15/07/1977	1	NA	-	1	1	1

Ms.	Grishma Nanavaty	06931130	Non-Executive/Independent Director	24/07/2014	01/04/2015	-	65 Months	11/05/1977	1	NA	-	1	1	1
Mr.	Naman Patel	05143261	Non-Executive/Independent Director	30/06/2015	-	-	54 Months	15/10/1988	2	NA	-	2	3	-
Mr.	Amit Shukla	00709322	Non-Executive/Independent Director	11/08/2015	-	-	53 Months	21/07/1965	1	NA	-	1	2	-
Ms.	Nina Gandhi*	00024657	Non-Executive/Alternate Director	07/05/2016	-	-	-	17/03/1963	1	NA	-	-	-	-

* Ms. Nina Gandhi is an Alternate Director of the Mr. Ravin Gandhi, who is Non-Executive/Non-Independent Director of the Company.

Whether Regular chairperson appointed? Yes

Whether Chairperson is related to Managing Director or CEO? Yes

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent /Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Vishwesh Patel	Chairperson/ Non- Executive/Independent Director	23/05/2010	-
		Ms. Grishma Nanavaty	Member/Non-Executive/ Independent Director	24/07/2014	-
		Mr. Naman Patel	Member/Non-Executive/ Independent Director	11/08/2015	-
		Mr. Amit Shukla	Member/Non-Executive/ Independent Director	11/08/2015	-
2. Nomination & Remuneration Committee	Yes	Mr. Vishwesh Patel	Chairperson/ Non- Executive/Independent Director	23/05/2010	-
		Ms. Grishma Nanavaty	Member/Non-Executive/ Independent Director	24/07/2014	-
		Mr. Naman Patel	Member/Non-Executive/ Independent Director	11/08/2015	-
		Mr. Amit Shukla	Member/Non-Executive/ Independent Director	11/08/2015	-
3. Stakeholder's Grievance and Relationship Committee	Yes	Ms. Grishma Nanavaty	Chairperson/ Non-Executive/Independent Director	24/07/2014	-
		Mr. Vishwesh Patel	Member/Non-Executive/ Independent Director	23/05/2010	-
		Mr. Naman Patel	Member/Non-Executive/ Independent Director	11/08/2015	-
		Mr. Amit Shukla	Member/Non-Executive/ Independent Director	11/08/2015	-
4. Risk Management Committee			Not Applicable		

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent directors present	Maximum gap between any two consecutive (in number of days)
31 July 2019	6 November 2019	Yes	8	4	97
-	18 December 2019	Yes	7	3	41
IV. Meeting of Committees					
Date(s) of meeting of the Audit Committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
6 November 2019	Yes	4	4	31 July 2019	97
18 December 2019	Yes	3	3	-	41
Date(s) of meeting of the Stakeholder's Grievance and Relationship Committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
6 November 2019	Yes	4	4	31 July 2019	97
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
V. Related Party Transactions					
Subject				Compliance status	
Whether prior approval of audit committee obtained				Yes	
Whether shareholder approval obtained for material RPT				NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee				Yes	
Note					
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.					
2. If status is "No" details of non-compliance may be given here.					

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & Remuneration committee - **Yes**
 - c. Stakeholder's Grievance and Relationship Committee - **Yes**
 - d. Risk management committee (applicable to the top 500 listed entities) - **Not Applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Yes, Report Submitted in the previous quarter has been placed before Board of Directors and there are no comments or observations received from Board of Directors.**